

**Leach, Robert (USACAN)**

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**From:** Wong, Michael Li-Ming <MWong@gibsondunn.com>  
**Sent:** Monday, March 5, 2018 5:02 PM  
**To:** Reeves, Adam (USACAN)  
**Cc:** Leach, Robert (USACAN); Resley, Susan D.  
**Subject:** Indemnification and Advancement of Legal Fees  
**Attachments:** hpi\_amended-and-restated-bylaws-july-2017.pdf; Bylaws AU Inc - NJ.pdf; 2013 HPCo D O Indemnification Policy.pdf

AUSA Reeves,

This is our response to your request for information from our client, HP, regarding its agreements to indemnify certain current or former officers and employees of HP and Autonomy for legal fees incurred in connection with government investigations pertaining to this matter.

With respect to the U.S. entities (HP and Autonomy, Inc.), the respective bylaws required the company to indemnify corporate officers and directors as defined in the bylaws, referred to as mandatory indemnification. The following individuals from the Government's Second Amended Witness List were officers or directors within the meaning of the bylaws; accordingly, payment of legal fees was mandatory:

- Leo Apotheker
- Stouffer Egan
- Brent Hogenson
- Andy Johnson
- Joel Scott
- Michael Sullivan
- Chris Yelland

Payment of legal fees was discretionary for employees who were not officers or directors. HP has exercised its discretion to pay legal fees for the following individuals:

- John Cronin
- Manish Sarin

HP's agreement to indemnify individuals, whether mandatory or discretionary, is in no way conditioned upon the content of testimony.

HP is not paying legal fees for the following individuals:

- Dave Truitt
- Nigel Upton

With respect to the UK entity (Autonomy Corporation PLC), we are still researching indemnity obligations for directors, officers and employees, as well as the assertion that Mr. Hussain was denied advancement of fees and indemnification. Because of questions about UK legal requirements and the time difference between San Francisco and London, we were not able to answer these questions with the necessary precision before your filing deadline of today.

Attached for your reference please find the bylaws for Autonomy Inc., the current bylaws for HP, Inc., and an internal HP document concerning indemnification.

**Michael Li-Ming Wong**

**GIBSON DUNN**

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